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FEDERAL COMMUNICATIONS COMMISSION
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August 26, 2003

BY HAND

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: **Ex Parte** - *Consolidated Application of General Motors Corporation, Hughes Electronics Corporation, and The News Corporation Limited for Authority to Transfer Control (MB Docket No. 03-124)*

Dear Ms. Dortch:

On August 12, 2003, economists from Lexecon, Inc. ("Lexecon") and Charles River Associates ("CRA"), along with representatives from The News Corporation Limited ("News Corp."), General Motors Corporation ("GM") and Hughes Electronics Corporation ("Hughes") (collectively, the "Applicants") met with the Commission staff in connection with the above-referenced proceeding. The Applicants hereby submit certain backup materials used by CRA in developing its presentation to the Commission staff, which was filed as part of the Applicants' August 13, 2003 *ex parte* notice. Specifically, the attached materials were used to derive the subscriber numbers used in slide 8 of the CRA presentation.

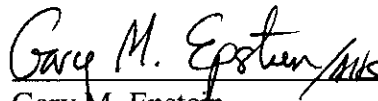
Pursuant to the protective order released on May 22, 2003 and the second protective order released on July 22, 2003 in this proceeding, certain confidential and highly confidential information has been redacted from the public version of this letter.

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If you have any questions regarding the foregoing, we are available to discuss it with you at your convenience.

Sincerely yours,

A handwritten signature in cursive script, reading "Gary M. Epstein", followed by a horizontal line.

Gary M. Epstein

*Counsel for General Motors Corporation
and Hughes Electronics Corporation*

Attachments

cc: Marcia Glauberman
Linda Senecal
Tracy Waldon

Market Penetration by County Size

Residential Customers as of 2/28/2003 (Source: STMS I)

County Size *	DIRECTV Subscribers	NRTC Subscribers	Total Subscribers	DIRECTV HHs02**	NRTC HHs02**	Total HHs02**	DIRECTV	NRTC	Total
A	[REDACTED]								
B									
C									
D									
Unknown									

Notes:

* County Size d'A" = All counties belonging as of June 30, 2002 to the 21 largest metropolitan areas based on household counts

"B" = Counties not included in "A" that are in metropolitan areas with more than 85,000 according to the 2000 census

"C" = All counties not included in "A" or "B" that either have more than 20,000 households or are in metropolitan areas with more than 20,000 households according to the 2000 census

"D" = All remaining counties.

"Unknown" = zipcodes not tagged to a specific county, or unknown at the time.

** Household numbers are 2002 projections by Claritas based on the 2000 U.S. Census

**DOCUMENT REDACTED IN ITS
ENTIRETY - SUBJECT TO
PROTECTIVE ORDER IN MB
DOCKET NO. 03-124**